

**REVISED BYLAWS
ARIZONA HISTORICAL SOCIETY**

Adopted	1884	Amended	July 8, 1994
Revised	November 10, 1947	Amended	April 7, 1995
Adopted	November 15, 1947	Amended	May 10, 1996
Amended	November 23, 1968	Revised	June 14, 1996
Amended	November 2, 1974	Amended	August 9, 1996
Amended	November 8, 1980	Amended	October 11, 1996
Amended	November 7, 1981	Revised	December 6, 1996
Amended	November 5, 1983	Amended	November 8, 1997
Amended	May 2, 1985	Amended	November 14, 1998
Revised	July 11, 1986	Amended	September 10, 1999
Amended	February 12, 1988	Revised	August 12, 2005
Amended	March 4, 1988	Revised	June 9, 2006
Amended	July 14, 1989	Amended	September 25, 2009
Revised	January 12, 1990	Amended	August 3, 2012
Amended	February 12, 1993	Amended	January 11, 2013
Amended	April 16, 1993	Amended	May 18, 2013
		Amended	March 11, 2016
		Amended	November 12, 2018
		Amended	April 12, 2019

**ARTICLE I
NAME**

SECTION 1 **Name of the Organization**
The name of this organization shall be the Arizona Historical Society (the "Society").

SECTION 2 **Legal Authority**
The Society was formed and incorporated by the first Territorial Legislature approved November 7, 1864, reincorporated as the Arizona Pioneers Historical Society by Laws 1884, Chapter 53, and thereafter recognized by Laws 1897, Chapter 58, “as worthy of the fostering care of the Territory (State) ... [as] the trustee of the Territory (State) ...” The statutory authority for the Society is currently provided at A.R.S. §§41-821 through 41-826. The Society is governed by these statutes, other statutes as may be applicable to agencies of the State of Arizona, and these bylaws.

SECTION 3 **Governance and Management**
The governance of the Society is vested in a Board of Directors as specified in Article VI of these Bylaws and the management is vested in an Executive Director appointed by the Board of Directors.

**ARTICLE II
PURPOSE**

SECTION 1

Purpose of the Arizona Historical Society

Pursuant to the statutes of the State of Arizona, the purpose of the Arizona Historical Society is to collect, preserve, interpret, and disseminate the history of Arizona and the West.

**ARTICLE III
HEADQUARTERS**

SECTION 1

Location of Headquarters

The official headquarters of the Arizona Historical Society shall be located in Tucson, Arizona. This shall not be changed except with the approval of the membership of the Society at the Annual Meeting of the Society in the manner established under Section 2 of Article XII for member-initiated changes or amendments to the Society's bylaws.

**ARTICLE IV
MEMBERSHIP**

SECTION 1

Membership Obligations

Membership in the Society shall be open to any individual or affiliate organization by submission of an application for membership, together with the annual dues.

SECTION 2

Categories and Qualifications

The Board of Directors shall establish membership categories and qualifications.

SECTION 3

Memberships within Chapter Geographical Areas

Members residing within the geographical area of a Chapter shall be assigned membership in the Chapter unless specifying otherwise. Five (5) chapters have been established by the Board of Directors in accordance with State statutes:

- 1) Central Arizona Chapter which includes all of Maricopa County.
- 2) Northern Arizona Chapter which includes Coconino and Yavapai Counties.
- 3) Rio Colorado Chapter which includes La Paz, Yuma and Mohave Counties.
- 4) Southern Arizona Chapter which includes Cochise, Pima, Pinal, and Santa Cruz Counties.
- 5) Eastern Arizona Chapter which includes Gila, Graham, Greenlee, Apache and Navajo Counties

SECTION 4

Honorary Memberships

- A. Honorary members may be elected to the Board of Directors to recognize those persons who have rendered distinguished or important services to the Society or to the State of Arizona.
- B. Honorary memberships may be conferred by a two-thirds vote of the Board of Directors.
- C. Honorary members shall not be required to pay annual dues.

SECTION 5

Affiliate Memberships

- A. Any historical organization, having objectives similar to those of the Society, or a local history museum, is eligible for membership in the Society as an affiliate upon the approval of a majority of voting members of the Board of Directors present at any regular meeting.
- B. All applications must be in writing and accompanied by dues and a copy of the applicant's Constitution and/or Bylaws, and, if any, articles of organization, of the organization.
- C. The individual members in good standing of any affiliate member of the Society shall also be nonvoting associate members of the Society and shall be accorded such benefits as the Board of Directors may establish.
- D. An affiliate member may designate one of its members to be a voting member of the Society at the Annual Meeting of the Society and to exercise rights accorded to members of any Chapter.

SECTION 6

Membership Status for Officers

The privilege of holding office shall be open to any Board member who holds General Membership status or higher, and remains in good standing with the Society.

SECTION 7

Membership Voting Privileges

The privilege of voting shall be open to members in good standing on the basis of one vote for each membership, regardless of category.

**ARTICLE V
DUES**

SECTION 1

Amounts

Dues for membership categories shall be determined by the Board of Directors. All dues are payable annually.

SECTION 2

Distribution

- A. Dues over the General Membership level shall be forwarded to the member's designated Society Chapter Account for use in the Chapter's programs, in accordance with the Board of Director's Policy.
- B. Dues not designated to a specific Chapter by the member shall be utilized by the Society in accordance with the Board of Director's Policy.

ARTICLE VI DIRECTORS

SECTION 1

Appointments

- A. Effective July 10 2015, as provided by A.R.S. § 41-621, all members of the Board of Directors not presently serving must be appointed by the Governor. The term of service is four years. Board Members presently serving on the Board of Directors may complete the term to which they were elected by members of the Society.
- B. Members of the Board of Directors are appointed by the Governor based upon the following representation
 - 1. One member from each County in Arizona
 - 2. One member nominated by each Chapter
 - 3. Five members appointed at large

SECTION 2

Relationship to Executive Director

- A. The Board of Directors shall select and appoint or remove the Executive Director of the Society who will be responsible for implementing Board policies, the daily administration and operation of all Divisions, and functions of the Society in accordance with State statutes, rules, and regulations.
- B. The Board of Directors shall make recommendations to the appropriate officer of the Arizona Department of Administration regarding the compensation or job classification of the Executive Director.
- C. The Executive Director is an ex-officio non-voting member of the Board and the Executive Committee.
- D. The performance of the Executive Director shall be reviewed annually by the Executive Committee.

SECTION 5

Code of Ethics

All members of the Board of Directors shall subscribe to the Code of Ethics of the Society and State of Arizona regulations.

SECTION 6

Oath of Office

Members elected or appointed to the Board of Directors of the Arizona Historical Society or to the Board of Directors of an Arizona Historical Society Chapter shall execute, prior to commencement of the term of office, by oath or affirmation, the following as required by law:

I, _____ (type or print name), a citizen of the State of Arizona, County of _____ (type or print county), do solemnly swear (or affirm) that I will support the Constitution of the United States of America and Constitution and laws of the State of Arizona; that I will bear true faith and allegiance to the same, and defend them against all enemies, foreign and domestic, and that I will faithfully and impartially discharge the duties of the office of Director of the Arizona Historical Society according to the best of my ability, so help me God (or, so I do affirm).

(Signature of director)

ARTICLE VII OFFICERS

SECTION 1

Number of Officers

The officers of the Society shall consist of a President, Vice-President, Secretary, and Treasurer elected by the members of the Arizona Historical Society at the Annual Meeting.

SECTION 2

Duties of President

The President shall preside at all meetings of the Society, shall act as Chairman of the Board of Directors, and shall be the primary representative of the Board for all purposes. He/she shall perform such duties as normally pertain to the office.

SECTION 3

Duties of Vice-President

In the absence of the President, the Vice-President shall perform the duties of the President.

SECTION 4

Duties of Secretary

The Secretary shall cooperate with the Society's Recording Secretary in the development and maintenance of Society Board records.

SECTION 5

Duties of Treasurer

The Treasurer shall monitor the disbursement of non-appropriated funds by the Society Administrative staff in accordance with Arizona Revised Statutes and fiscal rules.

SECTION 6

Officer Term Limits

All officers shall serve for one-year terms, provided that all officers can be re-elected for two additional one-year terms to the same office. An individual who has served three (3) consecutive one-year terms immediately preceding the annual election as President, Vice-President, Secretary or Treasurer shall not be eligible to serve further in that position until two years have elapsed from the expiration of the third term as President, Vice President, Secretary, or Treasurer.

SECTION 7

Officer Vacancies

If a vacancy occurs, the Board of Directors shall be notified immediately. The Board of Directors shall nominate and elect a member of the Board to fill this officer's position until the next special or general meeting of Members.

**ARTICLE VIII
POLICIES**

SECTION 1

Enactment of Policies

In order to perform the duties charged to the Society, the Board of Directors may adopt policies which may be amended by the Board of Directors at any scheduled meeting, provided such policies have been mailed to the members of the Board of Directors no less than ten (10) days prior to the meeting date.

**ARTICLE IX
COMMITTEES**

SECTION 1

Composition of Standing Committees

The President shall appoint board members to serve as chair of each established Committee at the next regular Board of Directors meeting following the Board of Directors meeting held in conjunction with the Annual Meeting of the Arizona Historical Society, or in the case of a vacancy, replace the chair. The chair shall appoint, with the concurrence of the President, the remaining members of the Committee.

The Standing Committees shall be:

A. **Executive Committee**

Composition: The Executive Committee of the Board of Directors shall be constituted of not more than nine members including the President, Vice-President, Secretary, and Treasurer of the Society. If there is not an officer of the Society from a Chapter, that Chapter representative on the Board will serve on the Executive Committee.

1. In the case of vacancies, the President shall appoint a successor to complete that term of that person, subject to confirmation by the Board of Directors at its next meeting.

2. The Executive Director of the Society shall be an ex-officio, non-voting member of the Executive and Personnel Committees.
3. The Executive Committee shall have full authority to act for the Board of Directors and shall report to the Board at the next regular meeting.
4. The Executive Committee shall develop and refine specific performance measures by which the Executive Director can be adequately evaluated. The Committee shall review and evaluate the performance of the Society's Executive Director on an annual basis.

B. Library, Archives and Collections Committee

The Committee shall provide information to the Board of Directors regarding the Society's collections. The Committee shall review policies for collecting, accessioning, and deaccessioning Society collections to the Board of Directors. The Committee shall coordinate and monitor board-approved policies with the Society's Executive Director and appropriate Board Committees.

C. Community Outreach

The Committee shall have the responsibility to make recommendations and advise the Board of Directors and Society staff on matters regarding applicants for affiliate membership, the certification of entities having a functioning program of historic value to the State of Arizona, and the award of grants to entities having such functioning programs. The Committee shall also review and recommend to the Board of Directors, awards, recognition, and nomination procedures, criteria, and nominees in accordance with Society guidelines.

D. Finance Committee

The Committee shall have the responsibility to make recommendations and advise the Board of Directors on matters involving the financial policies, budget, and finances of the Society consistent with and in compliance with statutes and regulations of the State of Arizona. The Committee shall consist of the Treasurer who shall be the Chair, and such other members of the Board as are deemed necessary.

E. Governance and Policy Committee

The Committee shall have the responsibility to make recommendations and advise the Board of Directors on modifications to the Society Bylaws and Policies; to review Chapter Charters and Chapter Bylaws; and to assist in evaluating State of Arizona Audits and Reports that involve the Society's governance or organizational structure.

F. Membership Committee

The Committee shall have the responsibility to promote continuous recruitment of new members and to generate membership renewals in the Society.

G. Nominating Committee

The Committee is responsible for:

1. Nominating members of the Board of Directors to fill Arizona Historical Society Officer positions to be elected at the annual meeting of Members of the Society. Nothing herein shall prevent nominations for officer positions from the floor at the annual meeting of the Members of the Society.
2. Review of and recommending candidates for Board of Director positions to the Society's Board of Directors consistent with these by-laws and help facilitate the State application process. The Board of Directors, at its discretion, may submit the Committee's recommendations, or other recommendations, to the Governor to be considered for appointment to the Board of Directors.

H. Property and Building Committee

The Committee shall provide the Society Board with recommendations on matters relating to all Society property and shall recommend action regarding renovations, repair, and disposition of real properties and improvements.

I. Publications Committee

The Committee shall have the authority, upon consultation with staff, to make recommendations and advise the Board of Directors on policies and objectives with respect to *The Journal of Arizona History* and to recommend and request approval from the Board for publication and/or reprinting of any books and monographs.

SECTION 2

Ad-Hoc Committees

The President may appoint members and non-members to serve on Ad-hoc Committees as deemed necessary.

SECTION 3

Appointment of Non-Board Members

Persons other than members of the Board of Directors may serve as voting members on Committees, but such persons shall be members of the Society and shall be appointed by the President. Staff representatives designated by the Executive Director may serve as non-voting members on Committees.

SECTION 4

President's Representation

The President shall be an ex-officio, non-voting member of all committees and shall serve as Chair and voting member of the Executive Committee.

**ARTICLE X
MEETINGS**

SECTION 1

Membership Annual Meeting

- A. The Annual Meeting of the membership of the Society shall be held in Arizona in April of each year or at such other date as may be fixed by the Board and notice provided to the membership.
- B. Notice of the date, time, place and agenda of the Annual Meeting shall be mailed to all members thirty (30) days prior to the Annual Meeting.
- C. Those members present shall constitute a quorum. Only those present at the Annual Meeting shall be eligible to vote

SECTION 2

Board of Directors Meetings

- A. The Board of Directors shall conduct at least four meetings during each year and shall have the authority to designate a meeting place anywhere within the State of Arizona.
- B. Meetings of the Board of Directors may be called by the President or and five (5) members of the Board of Directors. Notice of the date, time, place, and agenda must be mailed to all Board members no less than ten (10) calendar days in advance of the meeting date.

SECTION 3

Open Meeting Law Obligations

All meetings of the Board and its Committees shall be posted and conducted according to current open meeting laws of the State of Arizona.

SECTION 4

Parliamentary Procedures

The President may appoint a Parliamentarian annually. Unless otherwise stated in the Bylaws or waived by the majority of the Board in which a quorum is present, *Robert's Rules of Order Newly Revised* shall be observed on the rules of procedure for all meetings of the Society and its Committees.

SECTION 5

Quorums

- A. A majority of the Executive Committee shall constitute a quorum.
- B. A majority of serving members of the Board of Directors, or of individuals serving on any committee shall constitute a quorum.

SECTION 6

Notice

All notice by mail required by these bylaws may be provided by electronic mail to the address specified by the members of the Board of Directors.

SECTION 7

Use of Electronic Communication

A meeting of the Board of Directors or of any Board Committee may be held by electronic communication, video conferencing, teleconferencing, or any other

available technology that allows simultaneous communication where all participants are able to hear and participate in the meeting. Participation at a meeting by a person by any of these means constitutes presence in person at such meeting for all purposes.

ARTICLE XI CHAPTERS

SECTION 1

Establishment of Chapters

Upon written petition of ten (10) or more members of the Society residing in any city, town, county or other historically contiguous locality within the State of Arizona, the Society Board of Directors may, on such terms and conditions as agreed upon, grant a charter for the organization and operation of a chapter of the Arizona Historical Society. Charters may be granted on the basis of historical interest as well as geographical area.

SECTION 2

Powers and Responsibilities of Chapters

The Board of Directors of the Chapter shall have the powers and duties prescribed in the charter, which shall include, but not be limited to:

- A. **Chapter Bylaws:** Adopt or amend with the approval of the State Board of the Society bylaws consistent with the laws of the State of Arizona pertaining to the Society and the Constitution, Bylaws, and Policies of the Society.
- B. **Election of Officers:** Elect at least a President, and Secretary/Treasurer and such other officers of the Chapter considered necessary.
- C. **Membership:** Solicit and encourage membership in the Society and promote its purposes, goals, and activities; to advise and assist the Society's Membership Committee in the design, conduct, and implementation of membership programs within the Chapter area; and to receive quarterly updates, at a minimum, from Society administration regarding membership status in the Chapter's geographical area.
- D. **Representation on the Society State Board:** Provide the Nominating Committee of the Society with the name of a person to represent the Chapter on the Board of Directors, which will then be reviewed by the Board of Directors and forwarded to the Governor to be considered for appointment to the Board of Directors. If such recommendations are not received from the Chapter forty-five (45) days prior to the Annual Meeting, the Society's Nominating Committee will assume this responsibility.
- E. **Monies:**

1. The Board of Directors of the Chapter shall raise funds and assist others with raising funds for the Society. Within the parameters of the Society and State of Arizona policies, the Chapter's Board of Directors shall have the option to collect, receive, and authorize the distribution of funds for the use and benefit of the Chapter. Monies such as dues received and disbursed by the Society or funds received and disbursed to the Chapter shall be used for such purposes as the Chapter may designate, pursuant to State Law.
2. The Chapter may allow private entities qualified under IRS Section 501(c)(3) to raise and hold monies for the Chapter under the terms of a written agreement approved by the Society's Board of Directors.

F. **Administrative Relationship:** Serve as a liaison between the membership of the Chapter, the Chapter administration, and the Society's Board of Directors.

ARTICLE XII AMENDMENT OF BYLAWS

SECTION 1

Procedure by Board of Directors

The Bylaws of the Arizona Historical Society may be revised or amended by a majority of the members present at any scheduled meeting of the Board of Directors at which a quorum is present, provided the proposed revisions or amendments have been mailed to the full membership of the Board of Directors no less than thirty (30) days prior to the meeting date.

SECTION 2

Procedure by General Membership

A petitioning group composed of not less than five (5) percent of the membership of the Society may propose an amendment to the bylaws or new bylaws for the Society. Any such proposed amendment or new bylaws shall be filed in written form with the Executive Director at least sixty (60) days prior to the Annual Meeting of the Society and shall be posted in prominent places in all museum facilities of the Society at least fifteen (15) days prior to the Annual Meeting. Further, notice of such proposed amendment to bylaws or new bylaws, shall be disseminated to the general membership by written notice fifteen (15) days prior to the Annual Meeting stating the general nature of the proposed amendment and advising where the full membership shall vote at the Annual Meeting on any bylaw changes or new bylaws proposed under this Section.

ARTICLE XIII DISSOLUTION

SECTION 1

Assets in the Event of Dissolution

In the event of dissolution or cessation of the Society, all assets remaining after payment of outstanding liabilities shall be remanded to the State of Arizona.

Current history of revisions:

Revised Article IV, Section 6 – August 12, 2005

Revised Article IX, Section 10 – June 9, 2006

Amended Article VI, Section 3 C – September 25, 2009 (extending term for someone to serve at President for two years)

Amended Article IV, Section 3 – August 3, 2012 (create Eastern Arizona Chapter)

Amended Article II: Purpose (Section 1); Article VI: Representation (Section 2): Elections & Appointments (Section 3); Relationship to Executive Director (Section 4); Oath of Office signature line (Section 6); Article IX: Executive Committee (Section 5); Article X: Membership Annual Meeting (Section 1): Open Meeting Law Obligations (Section 3); Article XI: Powers and Responsibilities of Chapters (Section 2) – January 11, 2013

Amended Article I Section 1: Name of Organization; Article I Section 2: Legal Authority; Article I Section 3: Governance and Management; Article IV Section 5: Affiliate Memberships; Article IX Section 10: Community Outreach – May 18, 2013

Amended Article VI, Sections 2, subsection A, B, D; Article VII, Section 5; Amended Article A, eliminated B, D,E,F, G and I; Amended Article XI, Section 5 – March 11, 2016.

Amended Article VII Section 6: Officer term limits and quorums; Article X, Sections 1 and 5 – November 12, 2018.

Added Section 7 to Article X to allow participation in meetings by electronic means – April 12, 2019.